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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT AND RATIFICATION OF OIL, GAS AND MINERAL LEASE

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TARRANT §

This AMENDMENT AND RATIFICATION OF OIL, GAS AND MINERAL LEASE is executed by Erma K. Besly, a widow, to be effective as of March 19, 2008.

WITNESSETH:

Whereas, Erma K. Besly, a single person, as Lessor, executed and delivered unto Axia Land Services, L.L.C., as Lessee, that certain Oil, Gas and Mineral Lease (the "Lease"), dated March 19, 2008, and recorded by Memorandum in Instrument No. D208127190 of the Official Records of Tarrant County, Texas; and

Whereas, at the time the Lease was entered into, the description of the lands contained in the Lease was believed by Lessor and Lessee to cover, and was intended to cover, certain lands owned by Lessor; and

Whereas, since the execution, delivery, and recording of the Lease, it has been discovered that the description of lands contained in the Lease does not adequately describe the lands Lessor intended to lease to Lessee. Lessor and Lessee desire to amend and correct the description of lands contained in the Lease to accurately identify the lands to be covered by the Lease, and to ratify and confirm the Lease, as amended.

Now, Therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Lessor, the undersigned Lessor does hereby amend the Lease as follows:

The description of the lands covered by the following Tract is deleted in its entirety and the following description shall be substituted in its place:

Lot 8, Block 2 of Pecan Meadows, First Installment, an Addition to the City of Arlington, Tarrant County, Texas, according to the map thereof recorded in Vol. 388-23, Page 84, Map Records, Tarrant County, Texas.

Lessor ratifies, adopts, and confirms the Lease and extends the Lease to cover the lands described in this Amendment and Ratification of Oil, Gas and Mineral Lease, as if the description of lands set out above had been originally included in the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned Lessor does hereby agree and declare that the Lease, as amended herein, is binding upon the undersigned Lessor and is a valid and subsisting Oil, Gas and Mineral Lease. For the same consideration recited above, the undersigned Lessor does hereby adopt, ratify and confirm the Lease, as amended herein, and does hereby lease, let and demise to the Lessee the lands described in the Lease, as amended herein, subject to and in accordance with all of the terms and provisions of said Lease, as amended herein.

This Amendment and Ratification of Oil, Gas and Mineral Lease shall be binding upon the undersigned and their respective successors and assigns.

This Amendment and Ratification of Oil, Gas and Mineral Lease is executed as of the date of acknowledgment of signature below, but shall be deemed effective for all purposes as of March 19, 2008.

x JB x Bz

LESSOR:

David William Besly

~~Erma K. Besly~~

David William Besly as attorney-in-fact of Erma K. Besly

LESSEE:

AXIA LAND SERVICES, L.L.C.

By:

Paun A. Peters

Paun A. Peters, Member

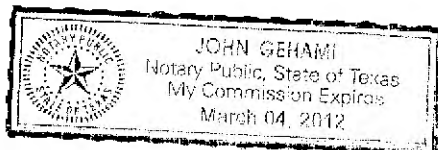
x 96
x Bz

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

The foregoing instrument was acknowledged before me this 20 day of November 2008, by ~~Erma K. Besly~~ David William Besly as attorney-in-fact of Erma K. Besly

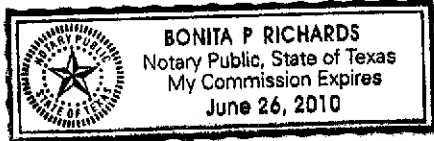
John McCham
Notary Public, State of Texas



ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

The foregoing instrument was acknowledged before me this 3rd day of December 2008, by Paun A. Peters, Member of AXIA LAND SERVICES, L.L.C., a Texas limited liability company, on behalf of said limited liability company.



Bonita P. Richards
Notary Public, State of Texas

RETURN TO:
Axia Land Services, LLC
630 E. Border Street, Suite 640
Arlington, Texas 76010



AXIA LAND SERVICES LLC
500 E BORDER ST, STE 640

ARLINGTON TX 76010

Submitter: AXIA LAND SERVICES, LLC

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 12/10/2008 01:02 PM
Instrument #: D208451524
LSE 4 PGS \$24.00

By: _____



D208451524

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

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